

RECORDATION NO. 29330-B FILED

JUN 29 '10 -11 05 AM

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SURFACE TRANSPORTATION BOARD

June 29, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S W
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment of Lease Agreement, dated as of June 29, 2010 a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease being filed with the Board under Recordation Number 29330.

The names and addresses of the parties to the enclosed document are:

Assignor: The Andersons, Inc.
480 W. Dussel Drive, Suite R
Maumee, OH 43537

Assignee: Manufacturers and Traders Trust Company
25 South Charles Street
Baltimore, MD 21202

Section Chief
June 29, 2010
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A description of the railroad equipment covered by the enclosed document is:

92 gondola railcars: RMGX 9134 and within the series RMGX 4201 - RMGX 5072 as more particularly set forth in the attachment to the document

A short summary of the document to appear in the index is:

Memorandum of Assignment of Lease Agreement.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/sem
Enclosures

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MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT

SURFACE TRANSPORTATION BOARD

This MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT ("Assignment") is made and entered effective as of June 29, 2010, by and between The Andersons, Inc ("Assignor") and Manufacturers and Traders Trust Company ("Assignee")

WHEREAS, Assignor is the Lessor of certain equipment (collectively, the "Equipment") under the terms of a Full Service Lease Agreement effective January 1, 2006 (the "Full Service Lease Agreement"), between Assignor, as Lessor, and Martin Marietta Materials, Inc, as Lessee ("Lessee"), and a Full Service Lease Agreement Rider Deal #C01488 effective January 1, 2010 (the "Full Service Lease Agreement Rider"), between Lessee and NARCAT LLC (as assignee from Assignor pursuant to that certain Assignment and Assumption Agreement effective January 1, 2010) The Full Service Lease Agreement and the Full Service Lease Agreement Rider are hereinafter collectively referred to as the "Lease" Pursuant to that certain Assignment and Assumption Agreement effective as of the date hereof, NARCAT LLC assigned its rights under the Lease to Assignor Evidence of the Lease has been recorded with the Surface Transportation Board pursuant to 49 U.S.C §11301 simultaneously with this Assignment and assigned recordation number 29330

NOW, THEREFORE, in consideration of the sum of Ten Dollars (\$10.00) in hand paid, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns to Assignee all right, title and interest of Assignor in, to and under the Lease, and Assignee accepts such assignment.

This Assignment may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one and the same assignment.

[Signature Pages to Follow]

IN WITNESS WHEREOF, the parties have executed or caused this Assignment to be executed as of the day and year first written above

ASSIGNOR: THE ANDERSONS, INC

By Nicholas C Conrad
Nicholas C Conrad
Vice President, Finance and Treasurer

STATE OF OHIO)
COUNTY OF LUCAS) ss

Before me, a Notary Public, in and for said county and state, personally appeared Nicholas C Conrad, Vice President, Finance and Treasurer of The Andersons, Inc, and he being thereunto duly authorized, did sign the foregoing instrument in behalf of said corporation and by authority of its board of directors and that the same is the free act and deed of said officer and of said corporation

In Testimony Whereof, I have hereunto set my hand and official seal at Maumee, Ohio, this 17th day of June, 2010



Judy A. Baldwin
Notary Public
My commission expires 2/01/2015

JUDY A. BALDWIN
Notary Public, State of Ohio
Commission Expires 2/01/2015

ASSIGNEE. MANUFACTURERS AND TRADERS
TRUST COMPANY

By Rosemarie Nucci

Name: Rosemarie Nucci

Title Assistant Vice President

STATE OF NEW YORK)
) ss:
COUNTY OF MONROE)

Before me, a Notary Public, in and for said county and state, personally appeared Rosemarie Nucci, the Assistant Vice President of Manufacturers and Traders Trust Company, a New York banking corporation, who acknowledged that she being thereunto duly authorized, did sign the foregoing instrument on behalf of said corporation and by authority of its Board of Directors on behalf of the corporation and that the same is the free act and deed of said officer and of said corporation

17th In Testimony Whereof, I have hereunto set my hand and official seal at Rochester, New York, this day of June, 2010

Pamela J. Wilcox
Notary Public
My Commission Expires: _____

PAMELA J. WILCOX
NOTARY PUBLIC, State of New York
Registration # 01WS138942
Qualified in Monroe County
Commission Expires Jan. 17, 2011

EQUIPMENT
Martin Marietta Materials, Inc.
92 Gondola Railcars

1	RMGX004201	26	RMGX004281	51	RMGX005029	76	RMGX005054
2	RMGX004202	27	RMGX004282	52	RMGX005030	77	RMGX005055
3	RMGX004205	28	RMGX004287	53	RMGX005031	78	RMGX005056
4	RMGX004207	29	RMGX004288	54	RMGX005032	79	RMGX005057
5	RMGX004208	30	RMGX004290	55	RMGX005033	80	RMGX005058
6	RMGX004211	31	RMGX004291	56	RMGX005034	81	RMGX005059
7	RMGX004212	32	RMGX004292	57	RMGX005035	82	RMGX005060
8	RMGX004214	33	RMGX004293	58	RMGX005036	83	RMGX005061
9	RMGX004216	34	RMGX004297	59	RMGX005037	84	RMGX005062
10	RMGX004218	35	RMGX005013	60	RMGX005038	85	RMGX005063
11	RMGX004220	36	RMGX005014	61	RMGX005039	86	RMGX005064
12	RMGX004221	37	RMGX005015	62	RMGX005040	87	RMGX005065
13	RMGX004222	38	RMGX005016	63	RMGX005041	88	RMGX005066
14	RMGX004223	39	RMGX005017	64	RMGX005042	89	RMGX005068
15	RMGX004225	40	RMGX005018	65	RMGX005043	90	RMGX005069
16	RMGX004231	41	RMGX005019	66	RMGX005044	91	RMGX005072
17	RMGX004232	42	RMGX005020	67	RMGX005045	92	RMGX009134
18	RMGX004239	43	RMGX005021	68	RMGX005046		
19	RMGX004241	44	RMGX005022	69	RMGX005047		
20	RMGX004242	45	RMGX005023	70	RMGX005048		
21	RMGX004245	46	RMGX005024	71	RMGX005049		
22	RMGX004270	47	RMGX005025	72	RMGX005050		
23	RMGX004273	48	RMGX005026	73	RMGX005051		
24	RMGX004274	49	RMGX005027	74	RMGX005052		
25	RMGX004277	50	RMGX005028	75	RMGX005053		

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated

6/29/10



Robert W. Alvord